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IN THE CHANCERY COURT OF LEWIS COUNTY
AT HOHENWALD, TENNESSEE

In Re: Sentinel Trust Company

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) Case No. 4781
)

FILED
AM DEC 01 2004 1:30 PM
JANET WILLIAMS, CLERK & MASTER
BY: *Janet Williams*

AGREED ORDER CONCERNING
BENTON COUNTY SERIES 2003 BOND ISSUE

Pending before the Court is Benton County, Tennessee's Motion for Transfer of Books and Records (filed August 27, 2004) -- concerning a Benton County bond issue, School Refunding Bonds, Series 2003 -- to Deutsche Bank National Trust Company ("Deutsche") as successor fiduciary. The only opposition to that motion was by the Receiver (filed September 21, 2004) which stated that the bid process concerning successor fiduciaries, which was then underway, should be completed prior to allowing a transfer of the fiduciary position to Deutsche.

Since the filing of Benton County's motion, but prior to the Receiver filing on November 4, 2004 its own motion to transfer fiduciary positions, the Receiver was informed by SunTrust Bank that it did not desire to stand in the way of Deutsche being the successor fiduciary to the Benton County bond issue. Benton County has reconfirmed its desire, and has given instruction, to have the fiduciary positions held by Sentinel Trust Company, in Receivership, transferred to Deutsche. Benton County confirms that it will pay all of the fees and expenses owed on the particular bond issue prior to the exchange of the books and records related to that bond issue. All matters relating to the transfer of the fiduciary position and the books and records of the Benton County bond issue to Deutsche have been agreed upon to the

Receiver's and to Benton County's satisfaction, including 1) Deutsche being responsible for filing any proofs of claim on behalf of the current Benton County bondholders, 2) Deutsche being responsible for receiving any notices from the Receiver concerning the proof of claim process on behalf of the current Benton County bondholders and 3) the transfer of fiduciary position to Deutsche does not include transfer by the Commissioner-in-Possession and the Receiver of claims against third parties on behalf of the Sentinel Trust receivership, its claimants and its creditors.

Because there was no objection to Benton County's motion, other than that from the Receiver, and those matters having been since agreed to, the Court, through this Agreed Order, approves the transfer of the fiduciary position and the books and records of the Benton County bond issue to Deutsche. Deutsche is not to be responsible for any past actions or omissions of previous fiduciaries.

There appearing no reason or just cause for delay, the Court finds that this Order shall constitute a final appealable Order on the matters covered and shall be entered as such upon entry on the docket. Rule 54 Tenn.R.Civ.P.

It is so ORDERED, this the 1 day of ^{Dec} November, 2004.



Hon. R.E. Lee Davies

Submitted for Approval

William B. Hubbard (by J. Matherne appearance)

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